

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

IN THE MATTER OF THE APPLICATION
OF NORTHERN STATES POWER
COMPANY TO TRANSFER THE
CERTIFICATE OF SITE COMPATIBILITY
NUMBER 21

Case No. PU-17-____

**APPLICATION FOR
TRANSFER OF CERTIFICATE OF
SITE COMPATIBILITY**

INTRODUCTION

Pursuant to North Dakota Century Code Chapter 49-22 and North Dakota Administrative Code Article 69-06, Northern States Power Company, doing business as Xcel Energy (Company or Xcel Energy) and successor by merger to Border Winds Energy, LLC (Border Winds Energy), submits to the North Dakota Public Service Commission this Application for a Transfer of Certificate of Site Compatibility Number 21 (Certificate) from Border Winds to Northern States Power Company.

The Certificate was originally issued to Sequoia Energy US Inc. by Commission Order on May 5, 2011 in Case No. PU-08-797. It was subsequently transferred to Border Winds Energy by Commission Order on April 9, 2014 in Case No. PU-14-31. Border Winds Energy was merged into Northern States Power Company on December 3, 2015. We regret our oversight in not filing this application sooner and apologize for any resulting inconvenience. We respectfully request that the Commission grant the application and authorize the transfer of the Certificate to the Company at this time.

DESCRIPTION OF APPLICANT

Xcel Energy is a Minnesota corporation duly authorized to conduct business in the State of North Dakota as a foreign corporation. The Company conducts business in the State of North Dakota as a public utility subject to the jurisdiction and regulation of the Commission pursuant to Title 49 of the North Dakota Century Code. The name and address of Xcel Energy is:

Northern States Power Company
414 Nicollet Mall
Minneapolis, Minnesota 55401

Xcel Energy also operates in North Dakota at the following address:

Northern States Power Company
2302 Great Northern Drive
Fargo, North Dakota 58102

The Company's Certificate of Incorporation with amendments and Certificate of Authority were filed with the Commission on September 30, 2009 and October 12, 2009, respectively in Case No. PU-09-664. The Company's current Certificates of Good Standing issued by the North Dakota and Minnesota Secretaries of State were filed in the same case on January 12, 2017, and are incorporated here by reference.

Xcel Energy has service territory in five upper Midwest states including North Dakota. We presently serve approximately 94,000 retail electric customers in and around Fargo, Grand Forks, and Minot, North Dakota. We own just over 250 miles of transmission lines and 14 substations in North Dakota.

STATUTORY AUTHORITY FOR REQUEST

The transfer of a certificate of site compatibility is authorized under § 49-22-07(1) of the North Dakota Century Code (N.D.C.C.), and § 69-06-01-02(4) of the North Dakota Administrative Code (N.D.A.C.). N.D.C.C. § 49-22-07(1) states that "[a] certificate of permit may be transferred, subject to the approval of the commission, to any person who agrees to comply with its terms, conditions, and modifications." Pursuant to the above-cited provisions and N.D.C.C. § 49-22-13(2), the Commission is not required to hold a public hearing on this application.

THE BORDER WINDS FACILITY

The Border Winds facility is a 150 MW wind energy generation facility located in northeastern Rolette County, North Dakota.

Pursuant to the Commission's Findings of Fact, Conclusions of Law and Order dated May 5, 2011 in Case No. PU-08-797, the Commission approved the issuance of Certificate of Site Compatibility No. 21 for the Border Winds facility, issuing it to Sequoia Energy US Inc. The Certificate was subsequently transferred to Border

Winds Energy by Commission Order on April 9, 2014 in Case No. PU-14-31. At that time, the Commission also amended the Certificate to reflect Border Winds Energy's use of Vestas turbines and a revised site plan and turbine layout.

Pursuant to its August 20, 2014 Order in Case No. PU-13-743, the Commission issued Certificate of Public Convenience and Necessity No. 5842 to Xcel Energy for the purchase and operation of the Border Winds facility. The Company took ownership of the facility in December of 2015, and Border Winds Energy was merged into the Company on December 3, 2015.

TRANSFER REQUEST

We respectfully request that the Commission transfer the Certificate from Border Winds Energy to Xcel Energy based on the merger of the two companies and Xcel Energy's acquisition of the Border Wind facility in compliance with the Commission's issuance of Certificate of Public Convenience and Necessity No. 5842. The merger occurred on December 3, 2015; a copy of the Certificate of Merger from the State of Delaware and a copy of the Certificate of Merger from the State of Minnesota merging Border Winds Energy into the Company are enclosed as Attachment A.

The Company agrees to comply with the terms, conditions, and modifications of the Certificate, as well as the conditions and limitations set forth in the Commission's May 5, 2011 Order in Case No. PU-08-797, and its April 9, 2014 Order in Case No. PU-14-31 (transferring the Certificate from Sequoia Energy US Inc. to Border Winds Energy and amending the Certificate as stated above). Enclosed as Attachment B is the Affidavit of Christopher B. Clark, President, NSPM, attesting to this commitment. We believe this commitment satisfies the statutory requirement for transfer of the Certificate.

CONCLUSION

For the reasons stated above, the Company respectfully requests that the Commission (1) waive any notice of opportunity for a public hearing unless the Commission deems there is good cause to issue such notice; (2) grant a transfer of the Certificate to Northern States Power Company; and (3) grant such other relief as the Commission shall deem appropriate.

Dated: September 22, 2017

Northern States Power Company

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:*

*"BORDER WINDS ENERGY, LLC", A DELAWARE LIMITED LIABILITY
COMPANY,*

*WITH AND INTO "NORTHERN STATES POWER COMPANY" UNDER THE NAME
OF "NORTHERN STATES POWER COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED
AND FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D.
2015, AT 4:27 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF
DECEMBER, A.D. 2015 AT 11:59 O'CLOCK P.M.*

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

5072043 8100M
SR# 20171824876

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202213700
Date: 03-17-17

**CERTIFICATE OF MERGER OF
BORDER WINDS ENERGY, LLC
WITH AND INTO
NORTHERN STATES POWER COMPANY**

December 3, 2015

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation (the “**Surviving Corporation**”) is Northern States Power Company, a Minnesota corporation (the “**Corporation**”), and the name of the limited liability company being merged with and into the Corporation is Border Winds Energy, LLC, a Delaware limited liability company (“**Border Winds**”).

SECOND: The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties.

THIRD: The name of the Surviving Corporation is Northern States Power Company.

FOURTH: The merger is to become effective at 11:59 PM Eastern Standard Time on the date this Certificate of Merger is filed with the Delaware Secretary of State.

FIFTH: The Plan of Merger is on file at 414 Nicollet Mall, 5th Floor, Minneapolis, MN 55401, the place of business of the Surviving Corporation.


SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent party.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Border Winds and it irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The Secretary of State shall mail a copy of any such process to 414 Nicollet Mall, 5th Floor, Minneapolis, MN 55401, the place of business of the Surviving Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, Northern States Power Company has caused this certificate to be signed by an authorized officer on the date first set forth above.

By: 
Name: Christopher B. Clark
Title: President

**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: NORTHERN STATES POWER COMPANY
DELAWARE: BORDER WINDS ENERGY, LLC

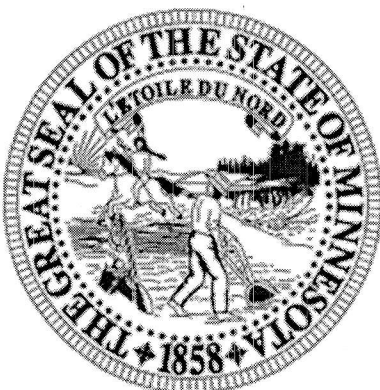
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: NORTHERN STATES POWER COMPANY

Name of Surviving Entity after Effective Date of Merger:

NORTHERN STATES POWER COMPANY

This certificate has been issued on: 12/3/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

ARTICLES OF MERGER

BORDER WINDS ENERGY, LLC
(a Delaware limited liability company)
with and into
NORTHERN STATES POWER COMPANY
(a Minnesota corporation)

December 3, 2015

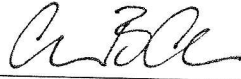
Pursuant to Minnesota Statutes Sections 302A.621 and 302A.651, Border Winds Energy, LLC, a Delaware limited liability company (the “**Merging Company**”), and Northern States Power Company, a Minnesota corporation (the “**Surviving Corporation**”), hereby adopt the following Articles of Merger:

1. The plan of merger attached hereto as Exhibit A (the “**Plan of Merger**”) provides for the merger of the Merging Company with and into the Surviving Corporation.
2. The Surviving Corporation owns all of the issued and outstanding membership interests of the Merging Company.
3. The Plan of Merger has been approved by the Board of Directors of the Surviving Corporation, as the parent of the Merging Company, in accordance with Minnesota Statutes Section 302A.621.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Surviving Corporation, as the parent, as of the date first set forth above.

NORTHERN STATES POWER COMPANY

By: 
Name: Christopher B. Clark
Title: President

[Signature Page to Articles of Merger (Border Winds)]

EXHIBIT A

PLAN OF MERGER

The Board of Directors of Northern States Power Company (the "**Corporation**") adopted the following plan of merger by written action as of the 3rd day of December, 2015 (the "**Effective Date**");

WHEREAS, Border Winds Energy, LLC, a Delaware limited liability company ("**Border Winds**"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, the Directors of the Corporation deem it to be in the best interests of the Corporation to merge Border Winds with and into the Corporation, with the Corporation surviving such merger (the "**Merger**").

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Merger is hereby approved in all respects; and

FURTHER RESOLVED, that the plan of merger, including the terms of the Merger, is approved as set forth below:

(a) Pursuant to and in accordance with Sections 302A.621 and 302A.651 of the Minnesota Business Corporations Act, as amended (the "**MBCA**"), and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "**DLLCA**") the Corporation shall merge into itself Border Winds, with the Corporation being the surviving corporation (the "**Surviving Corporation**"), and shall assume all of the liabilities of Border Winds;

(b) the Merger shall have the effects set forth in Section 302A.641 of the MBCA and Title 6, Section 18-209 of the DLLCA, and shall become effective on 11:59 PM Central Standard Time on the Effective Date (the time the Merger becomes effective being the "**Effective Time**");

(c) the Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(d) the bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(e) the officers and directors of the Corporation at the Effective Time shall be and remain the officers and directors of the Surviving Corporation and shall hold office from the Effective Time until their successors are duly elected and qualified; and

(f) at the Effective Time, all of the issued and outstanding membership interests of Border Winds, shall, by virtue of the Merger and without need of any further

action, be canceled, without any payment being made in respect thereof or any exchange being made therefor.

FURTHER RESOLVED, that the form and terms of the Minnesota Articles of Merger, substantially in the form presented to the Directors of the Corporation (the "**Minnesota Articles of Merger**") are hereby approved; and

FURTHER RESOLVED, that the form and terms of the Delaware Certificate of Merger, substantially in the form presented to the Directors of the Corporation (the "**Delaware Certificate of Merger**") are hereby approved; and

FURTHER RESOLVED, that any proper officer of the Corporation is hereby authorized and directed to execute and file the Minnesota Articles of Merger with the Secretary of State of the State of Minnesota and to execute and file the Delaware Certificate of Merger with the Secretary of State of the State of Delaware, in each case with such changes therein as any such officer may approve, such approval to be conclusively evidenced by such officer's execution thereof; and

FURTHER RESOLVED, that any proper officer of the Corporation is hereby authorized and directed to execute and deliver any and all documents, certificates, agreements, or instruments and to take any and all actions necessary to consummate the transactions contemplated by the foregoing resolutions.



File Numbers

85763090003

11B-256

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/3/2015 11:59:00 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State

IN THE MATTER OF THE
APPLICATION OF NORTHERN
STATES POWER COMPANY TO
TRANSFER THE CERTIFICATE OF
SITE COMPATIBILITY NUMBER 21

CASE No. PU-13-743

AFFIDAVIT OF CHRISTOPHER B. CLARK

Christopher B. Clark, under oath, states:

1. I am employed by Northern States Power Company, a Minnesota corporation (NSP or the Company), which is a public utility operating subsidiary of Xcel Energy Inc., a registered public utility holding company. My business address is 414 Nicollet Mall, Minneapolis, Minnesota 55401. My title is President – Northern States Power Company – Minnesota.

2. I have more than 20 years of experience in the public utility industry and have worked extensively in connection with the Company's purchases and construction of wind energy generation facilities. The Company's engineering and construction team has extensive experience in the field of engineering and construction of electric power infrastructure.

3. I am submitting this Affidavit in support of the Company's request for the transfer of Certificate of Site Compatibility Number 21, which was originally granted by the North Dakota Public Service Commission (Commission) in Case No. PU-08-797 to Sequoia Energy US Inc. on May 5, 2011; and then subsequently transferred to Border Winds Energy on April 9, 2014 in Case No. PU-14-31, to the Company.

4. I have reviewed all of the terms and conditions to Certificate of Site Compatibility Number 21.

5. The Company agrees to abide by all of the terms and conditions in Certificate of Site Compatibility Number 21 and stands ready, willing and able to perform the obligations stated therein.

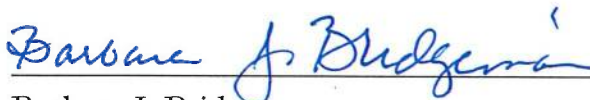
6. I have authority to bind the Company in the commitments made in this Affidavit.

Dated this 18th date of September, 2017.



Christopher B. Clark
President – NSPM

Subscribed and sworn to before me
this 18th day of September, 2017.



Barbara J. Bridgeman

Notary Public

My Commission Expires: January 31, 2020

